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Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹)	Case No. 10-15446 (SHL)
)	
Debtors.)	Joint Administration Requested
)	

PROPOSED AGENDA FOR FIRST DAY HEARING

Time and Date of Hearing: October 20, 2010 at 3:30 p.m. (Prevailing Eastern Time)

Location of Hearing: Honorable Judge Sean H. Lane
Courtroom No. 701
United States Bankruptcy Court
for the Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004-1408

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: TerreStar New York Inc. (6394); TerreStar Networks Inc. (3931); Motient Communications Inc. (3833); Motient Holdings Inc. (6634); Motient License Inc. (2431); Motient Services Inc. (5106); Motient Ventures Holding Inc. (6191); MVH Holdings Inc. (9756); TerreStar License Inc. (6537); TerreStar National Services Inc. (6319); TerreStar Networks Holdings (Canada) Inc. (1337); TerreStar Networks (Canada) Inc. (8766) and 0887729 B.C. Ltd. (1345).

Copies of Motions: A copy of each pleading can be viewed on the Court's website at www.ecf.nysb.uscourts.gov and at the website of the Debtors' proposed notice and claims agent, The Garden City Group ("**GCG**"), at www.TerreStarInfo.com. Further information may be obtained by calling GCG at 800-327-3664.

I. INTRODUCTION

II. FINANCING MOTIONS

- A. DIP Financing Motion. Motion of the Debtors for Interim and Final Orders Pursuant to Sections 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 354(c)(3), 364(e) and 507 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001 and 9014: (I) Authorizing Debtors to Obtain Postpetition Financing; (II) Authorizing the Debtors to Use Cash Collateral; (III) Granting Adequate Protection to Prepetition Secured Parties; and (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c)

III. PROCEDURAL MOTIONS

- A. Joint Administration Motion. Debtors' Motion for Entry of an Order Directing Joint Administration of Related Chapter 11 Cases
- B. Foreign Representative Motion. Motion for Entry of an Order Authorizing TerreStar Networks Inc. to Act as Foreign Representative Pursuant to 11 U.S.C. §1505
- C. GCG Retention. Application for an Order Appointing The Garden City Group, Inc. as Claims and Noticing Agent for the Pursuant to 28 U.S.C. § 156(c)
- D. Schedules Extension Motion. Debtors' Motion for Entry of an Order Granting the Debtors an Extension of Time to File Schedules and Statements.
- E. Case Management Motion. Debtors' Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures
- F. Creditor Matrix Motion. Debtors' Motion for Entry of an Order Authorizing the Debtors to (A) Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors' 30 Largest Unsecured Creditors and (C) Mail Initial Notices

IV. OPERATIONAL MOTIONS

- A. Cash Management Motion. Debtors' Motion for Entry of an Order (A) Authorizing the Debtors to Continue Their Existing Cash Management System, Bank Accounts and Business Forms, (B) Granting Postpetition Intercompany Claims Administrative Expense Priority and (C) Authorizing Continued Intercompany Transactions

- B. Employee Wage Motion. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, but not Directing, Debtors (I) To Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) To Pay and Honor Employee Medical and Other Benefits and (III) Continue Employee Benefits Programs and (B) Authorizing Financial Institutions to Honor All Related Checks and Electronic Payment Requests

V. REQUEST TO SCHEDULE FUTURE HEARINGS

MATTERS TO BE HEARD INCLUDE:

A. Operations Motions

1. Tax Motion. Debtors' Motion for Entry of an Order (A) Authorizing, but not Directing, the Debtors to Pay Taxes and Fees and (B) Authorizing Financial Institutions to Honor All Checks and Electronic Payment Request
2. Insurance Motion. Debtors' Motion for Entry of an Order (A) Authorizing, but not Directing, Debtors to Continue to Administer Insurance Coverage and (B) Authorizing Financial Institutions to Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, but not Directing, Debtors (I) To Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) To Pay and Honor Employee Medical and Other Benefits and (III) Continue Employee Benefits Programs and (B) Authorizing Financial Institutions to Honor All Related Checks and Electronic Payment Requests
3. Utilities Motion. Debtors' Motion for Entry of an Order Determining Adequate Assurance of Payment for Future Utility Services

B. Procedural Motions

1. RSA Motion. Debtors' Motion for an Order (A) Authorizing the Debtors to Assume a Restructuring Support Agreement and (B) Granting Related Relief
2. Interim Compensation Motion. Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals
3. OCP Motion. Debtors' Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business

C. **Professional Retentions**

1. Akin Retention. Application of the Debtors Pursuant to Bankruptcy Code Sections 327(a), 328(a) and 330 and Federal Rules of Bankruptcy Procedure 2014 and 2016 for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date
2. Blackstone Retention. Application of the Debtors for Entry of Interim and Final Orders Authorizing the Employment and Retention of Blackstone Advisory Partners L.P. as Financial Advisors for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date
3. Fraser Milner Casgrain LLP Retention. Application of the Debtors Pursuant to Bankruptcy Code Sections 327(a), 328(a), and 330 and Federal Rules of Bankruptcy Procedure 2014 and 2016 for an Order Authorizing the Employment and Retention of Fraser Milner Casgrain LLP as Canadian Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date
4. Stikeman Elliot LLP Retention. Application of the Debtors for Entry of an Order Authorizing the Retention of Stikeman Elliot LLP as Canadian Counsel for TerreStar Networks (Canada) Inc. and TerreStar Networks Holdings (Canada) Inc.

New York, New York
Dated: October 19, 2010

s/ Ira S. Dizengoff

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